

# **EXHIBIT “D”**

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	
NORTHWESTERN CORPORATION,	)	Chapter 11
	)	
Reorganized Debtor.	)	Case No. 03-12872 (JLP)
	)	
<hr/>		
MAGTEN ASSET MANAGEMENT	)	
CORPORATION AND LAW DEBENTURE	)	
TRUST COMPANY OF NEW YORK,	)	
	)	Adversary No. 04-53324
Plaintiffs,	)	
	)	Civil Action No. 04-1494-JJF
v.	)	
	)	
NORTHWESTERN CORPORATION,	)	Re: Docket No. ____
	)	
Defendant.	)	
	)	

**ORDER SUBSTITUTING THE PLAN COMMITTEE  
FOR THE OFFICIAL COMMITTEE**

Upon the motion (the "Motion") of the Plan Committee<sup>1</sup> for entry of an order amending the Order dated June 16, 2004, allowing the Official Committee of Unsecured Creditors (the "Official Committee") to intervene [Bankr. Docket No. 14] in the above-captioned adversary proceeding (the "Adversary Proceeding"), to substitute the Plan Committee in place of the Official Committee; and it appearing that the Plan Committee is the successor to the Official Committee; and due and proper notice having been given; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED, that the Motion is granted; and it is further

---

<sup>1</sup> Capitalized terms used herein but not defined shall have the meanings ascribed to them in the Motion.

ORDERED, that the Plan Committee is hereby substituted for the Official Committee in the Adversary Proceeding; and it is further

ORDERED, that the above-captioned parties shall serve all papers filed in the Adversary Proceeding upon counsel for the Plan Committee; and it is further

ORDERED, that counsel for the Plan Committee shall be permitted to participate in and have access to all discovery; and it is further

ORDERED, that the Plan Committee shall be a mandatory party for purposes of any and all settlement negotiations concerning the Adversary Proceeding.

Dated: \_\_\_\_\_, 2006

---

UNITED STATES DISTRICT JUDGE